

**ALLIANCE HEALTH OF SOUTHEASTERN MASSACHUSETTS, INC.**

**d/b/a ALLIANCE HEALTH AT BRAINTREE**

**DoN APPLICATION # 18102408-CL**

**CONSERVATION LONG TERM CARE PROJECT**

**OCTOBER 24, 2018**

**BY**

**ALLIANCE HEALTH OF SOUTHEASTERN MASSACHUSETTS, INC**

**175 GROVE STREET**

**BRAINTREE, MA 02184**



CliftonLarsonAllen LLP  
300 Crown Colony Drive, Suite 310  
Quincy, MA 02169  
617-984-8100 | fax 617-984-8150  
CLAconnect.com

October 24, 2018

Via Email – [dph.don@state.ma.us](mailto:dph.don@state.ma.us)

Ms. Nora Mann, Esq., Director  
Determination of Need Program  
Department of Public Health  
250 Washington Street, 6<sup>th</sup> Floor  
Boston, MA 02108

RE: Determination of Need Application – Alliance Health of Southeastern Massachusetts, Inc.  
Application No. 18102408-CL

Dear Ms. Mann,

Pursuant to 105 CMR 100.000 ("Regulations"), on behalf of Alliance Health of Southeastern Massachusetts, Inc., d/b/a Alliance Health at Braintree ("Applicant"), we are submitting the related documents to accompany Determination of Need Application No. 18102408-CL. The Applicant requests approval to complete renovations for a Conservation Long Term Care project at 175 Grove Street, Braintree, MA 02184.

Alliance Health at Braintree is a 101-bed Rehabilitation and Skilled Nursing Center located in Braintree, MA. They have been operating as a skilled nursing facility since 1997 specializing in short-term rehabilitation and long-term care. The building is a 3-story facility containing 38,611 Gross Square Footage (GSF), and is a Type 1B Construction. Due to the age of the facility, the building is in need of upgrades to the building systems as many of the components are past their useful life, upgrades to the exterior finishes, upgrades to internal finishes as well as needed site work to correct parking shortages.

We believe that the Applicant has met the requirements of the regulations and guidelines. You should be receiving via electronic delivery the Affidavit of Truthfulness and via Federal Express a check for the filing fee and a hard copy of the Affidavit of Truthfulness.

Thank you for your consideration of this request. Please contact me should you have any questions or need further information.

Sincerely,

CLA

Denise Soucy, NHA, MBA,  
Director, Healthcare Consultant  
[Denise.soucy@CLAconnect.com](mailto:Denise.soucy@CLAconnect.com)

October 24, 2018

Alliance Health of Southeastern Massachusetts, Inc.

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Enclosures

Cc: Alice Bonner, Executive Office of Elder Affairs  
Stephen Davis, Healthcare Facility Licensure & Certification  
Sherman Lohnes, Healthcare Facility Licensure & Certification  
Patty McCusker, Center for Health Information and Analysis  
Kate Mills, Health Policy Commission  
Whitney Moyer, MassHealth Office of Long Term Services and Supports  
Attorney General's Office  
Paul Kemp, CFO, Alliance Health & Human Services

Alliance Health of Southeastern Massachusetts, Inc.  
Application # 18102408-CL

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## **Attachment 1 – Patient Demographics**

**Prior to admission to Alliance Health at Braintree our patients resided in the following Massachusetts cities and towns:**

Patient Profile by Zip Code				Sex	
City/Town	Zip Code	Total	%	Male	Female
Braintree	02184	26	28.9%	11	15
Quincy	02169	12	13.3%	3	9
Weymouth	02188	7	7.8%	3	4
Weymouth	02190	7	7.8%	4	3
Dorchester	02122	3	3.3%	1	2
Milton	02186	3	3.3%	2	1
N Quincy	02171	3	3.3%	1	2
N Weymouth	02191	3	3.3%	0	3
Randolph	02368	3	3.3%	1	2
E Weymouth	02189	2	2.2%	0	2
Hanover	02339	2	2.2%	0	2
Hingham	02043	2	2.2%	0	2
Stoughton	02072	2	2.2%	1	1
Boston	02127	1	1.1%	0	1
Boston	02118	1	1.1%	1	0
Brockton	02302	1	1.1%	0	1
Dorchester	02124	1	1.1%	0	1
Dorchester	02125	1	1.1%	0	1
Hanson	02341	1	1.1%	0	1
Harwichport	02696	1	1.1%	1	0
Haverhill	01830	1	1.1%	0	1
Holbrook	02343	1	1.1%	0	1
Hull	02045	1	1.1%	1	0
Marshfield	02050	1	1.1%	0	1
Norwood	02062	1	1.1%	0	1
Quincy	02170	1	1.1%	0	1
Rockland	02370	1	1.1%	0	1
Roxbury	02132	1	1.1%	0	1
Totals		90	100.0%	30	60
				33.3%	66.7%

**The following chart indicates the current breakdown by age group of the facility's current patient panel:**

Age Grouping	Total	%	Male	Female
under 50	0	0.0%	0	0
50-59	0	0.0%	0	0
60-69	6	6.7%	3	3
70-79	19	21.1%	6	13
80-89	50	55.6%	19	31
90+	15	16.7%	2	13
Totals	90	100.0%	30	60

*Below is a chart which shows the current religious affiliation of Alliance Health at Braintree residents, based upon information obtained at the point of admission:*

Religious Affiliation	Total	%
Catholic	44	48.9%
Christian	1	1.1%
Protestant	3	3.3%
Unitarian	1	1.1%
Presbyterian	1	1.1%
Judaism	2	2.2%
None/Unknown	38	42.2%
Total	90	100.0%

*The following table indicates pay source for the current patient panel for the facility:*

Payor Mix/Socioeconomic profile	Total	%
Private Pay	8	8.9%
Medicare A	22	24.4%
Medicaid & Other Public	51	56.7%
Insurance/HMO	9	10.0%
Total	90	100.0%

*The table below shows further breakdown of the current patient panel by acuity level:*

Patient Acuity Statistics	Level	Total	Casemix	%	
Private Pay	Long Term	8	n/a	8.9%	
Medicaid/Other Public	Long Term	7	T	7.8%	
Medicaid/Other Public	Long Term	21	S	23.3%	
Medicaid/Other Public	Long Term	4	R	4.4%	
Medicaid/Other Public	Long Term	7	P	7.8%	
Medicaid/Other Public	Long Term	4	N	4.4%	
Medicaid/Other Public	Long Term	3	M	3.3%	
Medicaid/Other Public	Long Term	5	L	5.6%	
Medicaid/Other Public	Long Term	0	K	0.0%	
Medicaid/Other Public	Long Term	0	J	0.0%	
Medicaid/Other Public	Long Term	0	H	0.0%	
Medicaid/Other Public	subtotal	51		56.7%	
	Long Term - Total	59		65.6%	
Medicare A	Skilled	12	RU	13.3%	Rehabilitation - Ultra
Medicare A	Skilled	6	RV	6.7%	Rehabilitation - Very High
Medicare A	Skilled	1	RH	1.1%	Rehabilitation - High
Medicare A	Skilled	1	RM	1.1%	Rehabilitation - Medium
Medicare A	Skilled	2	various	2.2%	Medical, non-rehabilitation
Medicare A	subtotal	22		24.4%	
Insurance/HMO	Skilled	9		10.0%	
	Skilled - Total	31		34.4%	
	Total	90		100.0%	

*Alliance Health at Braintree operates in a highly competitive market. There are 7 competitor facilities encompassing 1,106 beds within a 15 miles radius.*

**Competition for Health at Braintree**

<b>FACILITY NAME AND ADDRESS</b>	<b>NO. OF BEDS</b>	<b>DISTANCE FROM FACILITY</b>
Alliance Health at Braintree	101	N/A
Braintree Manor	177	2.05 Miles
John Scott	142	4 Miles
Royal Rehab	192	5.7 Miles
Marina Bay	167	15 Miles
Hancock Park	142	12 Miles
Care One at Weymouth	154	2.8 Miles
Renaissance Gardens at Linden Ponds	132	6.8 miles



## **Attachment 2 – Affiliated Parties**

Alliance Health of Southeastern Massachusetts, Inc.

Affiliated Parties

1. Alliance Health at Abbott  
28 Essex Street  
Lynn, MA 01902
2. Alliance Health at Baldwinville  
51 Hospital Road  
PO Box 24  
Baldwinville, MA 01436
3. Alliance Health at Devereux  
39 Lafayette Street  
Marblehead, MA 01945
4. Alliance Health at Marina Bay  
2 Seaport Drive  
Marina Bay  
Quincy, MA 02171
5. Alliance Health at Rosewood  
22 Johnson Street  
West Peabody, MA 01960
6. Alliance Health at West Acres  
804 Pleasant Street  
Brockton, MA 02301

## **Notice of Intent**

# .com Simplifieds

Call 617-786-7100 • Mon-Fri 9am-5pm

STUFF

HOMES

WHEELS

Legals

Legals

Legals

Legals

Legals

MASSACHUSETTS

75 Forest Street, West Bridgewater

## NOTICE OF MORTGAGEE'S SALE OF REAL ESTATE Premises: 75 Forest Street, West Bridgewater, Massachusetts

Office of the Norfolk  
County Building, 614 High  
Street, Boston, MA 02117; for: RENOVATION  
WOLLASTON  
24, 2018

At 1:30 PM on  
October 10, 2018, the  
sale will be held in a sealed envelope  
with the date received after the

1. Commissioners  
shall apply to this  
by a bid deposit in  
the amount of 5  
percent of the  
contract price, a  
check issued by a  
Performance  
of Insurance will  
be in accordance  
with 39M, Chapter  
44A as most  
laws.

It will be available for  
view at the County of Norfolk,

By virtue and in execution of the Power of Sale contained in a certain mortgage given by Daniel A. Galbato, Jr. to Mortgage Electronic Registration Systems, Inc. as Nominee for Countrywide Home Loans, Inc. and now held by The Bank of New York Mellon f/k/a The Bank of New York, as Trustee for the Certificateholders of CWABS, Inc., Asset-Backed Certificates, Series 2007-12, said mortgage dated July 6, 2007, and recorded in the Plymouth County Registry of Deeds, in Book 34801 at Page 127, as affected by an Assignment of Mortgage dated September 30, 2008, and recorded with said Deeds in Book 36828 at Page 125, as affected by Corrective Assignment of Mortgage dated September 12, 2013, and recorded with said Deeds in Book 43617 at Page 239, as further affected by Loan Modification Agreement dated September 29, 2014, and recorded with said Deeds in Book 44932, Page 271, of which mortgage the undersigned is the present holder, for breach of the conditions in said mortgage and for the purpose of foreclosing the same will be sold at Public Auction on October 24, 2018, at 10:00 AM Local Time upon the premises, all and singular the premises described in said mortgage, to wit: The land with the buildings thereon, situated in West Bridgewater, Plymouth County, Massachusetts, on the westerly side of Forest Street, and being Lot No. 1 on a plan of land entitled "Plan of Land in West Bridgewater Owned by Roger H. Burnell," dated May 14, 1962, recorded with Plymouth County Registry of Deeds in Plan Book 12, Page 768. Said Lot No. 1 is bounded and described as follows: Northerly by Lot No. 2, as shown on said Plan, one hundred fifty-five feet and 00/100 (155.00) feet Easterly by the Westerly line of

## ALLIANCE HEALTH PUBLIC ANNOUNCEMENT CONCERNING

Alliance Health of Southeastern Massachusetts, Inc.

Alliance Health of Southeastern Massachusetts, Inc., d/b/a Alliance Health at Braintree located at 175 Grove Street, Braintree, Massachusetts, intends to file an application with the Department of Public Health to complete renovations to the existing facility. An evaluation of the facility identified key building systems in need of upgrade and opportunities to improve energy efficiency. These improvements will provide an enhanced environment for residents and caregivers; allowing for a more efficient care delivery. The main project goals are to upgrade outdated finishes and furnishings within resident's rooms; replace inefficient operating systems such as HVAC units and boilers as well as replacing windows throughout the facility. Major site improvements will also be completed to give the facility necessary additional parking. The Applicant does not anticipate any price or service impacts on the Applicant's existing patient panel as a result of the application. The estimated capital expenditure for this project is \$3,690,000 (September 2018 dollars). Any ten taxpayers of the Commonwealth may register in connection with the application by November 13, 2018 or within 20 days after the filing date for the application, whichever is later. Such registrations or requests for hearing shall be sent to the Department of Public Health, Determination of Need Program, Attention: Program Director, 250 Washington Street - 6th Floor, Boston, MA 02108. The application may also be inspected at such address.

AD#13734979  
PL 10/10/18

on due to an unwieldy  
ial school name.  
re school committee  
meet Thursday to learn  
results of a survey to  
a nickname for the Es-  
North Shore Agricul-  
& Technical School.  
Salem News reports  
school opened in 2014  
art of a merger and  
ssue of nicknaming the  
ol has lingered since.  
re committee voted in  
ch to accept the legal  
e of the school as Es-  
North Shore Agricultur-  
Technical School. But it  
left open suggestions  
"shortened reference  
e legal name."  
- ASSOCIATED PRESS

## REGIONAL

WEDNESDAY, October 10, 2018 The Patriot Ledger 3

## Fore River Bridge to open Wednesday and Thursday

The Fore River Bridge will open at 12:30 p.m. Wednesday and 7 a.m. Thursday to allow a tanker to pass.

The exact time of bridge openings is subject to weather and other conditions.

Openings occur every few days, usually with little notice.

The bridge also makes un-  
announced openings for out-

bound tankers, barges and other vessels.

Sign up at [tinyurl.com/ledger-bridge-opening](http://tinyurl.com/ledger-bridge-opening) for our free email alert and be the first to find out when the bridge is going up.

As soon as we know, you'll know.

More than 9,200 readers receive the notices.

## LEGAL NOTICES

### PUBLIC ANNOUNCEMENT CONCERNING Alliance Health of Southeastern Massachusetts, Inc.

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**Factor 4**

**Analysis of the Reasonableness of Assumptions Used For and  
Feasibility of Projected Financials of:  
Alliance Health of Southeastern Massachusetts, Inc.  
d/b/a Alliance Health at Braintree  
For the Years Ending December 31, 2018  
Through December 31, 2023**



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June 18, 2018

Paul Kemp  
Chief Financial Officer  
Alliance Health of Southeastern Massachusetts, Inc.  
153 Cordaville Road, Suite 320  
Southborough, MA 01772

**RE: Analysis of the Reasonableness of Assumptions and Projections Used to Support the  
Financial Feasibility and Sustainability of the Proposed Project**

Dear Mr. Kemp,

We have performed an analysis of the financial projections (the "Projections") related to the Alliance Health of Southeastern Massachusetts, Inc. d/b/a Alliance Health at Braintree ("Alliance Braintree") detailing the projected operations of Alliance Braintree. This report details our analysis and findings with regards to the reasonableness of assumptions used in the preparation of the Projections and feasibility of the projected financial results prepared by you as Treasurer and Chief Financial Officer, representing the management of Alliance Braintree ("Management"). This report is to be used by Alliance Braintree in its Determination of Need ("DON") Application – Factor 4(a) and should not be distributed or relied upon for any other purpose.

**I. EXECUTIVE SUMMARY**

The scope of our review was limited to an analysis of the six year financial projections for Alliance Braintree for the fiscal years-ending 2018 through 2023 prepared by Management, and the supporting documentation in order to render an opinion as to the reasonableness of assumptions used in the preparation and feasibility of the Projections. The Projections exhibit a cumulative operating EBITDA surplus of approximately 13.7 percent of cumulative projected revenue for Alliance Braintree for the six years from 2018 through 2023. Based upon our review of the relevant documents and analysis of the

Projections, we determined the anticipated operating surplus is a reasonable expectation and based upon feasible financial assumptions. Accordingly, we determined that the Projections are reasonable and feasible, and not likely to result in a liquidation of Alliance Braintree's assets. A detailed explanation of the basis for our determination of reasonableness and feasibility is contained within this report.

## **II. RELEVANT BACKGROUND INFORMATION**

Alliance Braintree is a skilled nursing facility which provides, post-acute, short-term, and long-term care to patients. The facility was constructed in 1997. The facility at that time contained 82 Level II Licensed Beds. It is a 3-story facility containing 38,611 GSF, Type 1B Construction. In 2005, 19 additional beds were added to the first floor through renovation, bringing the total number of licensed beds to 101 beds. The scope of work to be performed on the facility is referenced within the DON application.

## **III. SCOPE OF REPORT**

The scope of this report is limited to an analysis of the six year financial projections for Alliance Braintree for the fiscal years-ending 2018 through 2023 (the "Projections"), prepared by Management, and the supporting documentation in order to render an opinion as to the reasonableness of assumptions used in the preparation and feasibility of the Projections. Reasonableness is defined within the context of this report as supportable and proper, given the underlying information. Feasibility is defined as based on the assumptions used, the plan is not likely to result in a liquidation of the underlying assets or the need for reorganization.

This report is based on prospective financial information provided to us by Management. Cohen & Company ("Cohen") was provided with historical financial information for Alliance Braintree. Additionally,

Cohen has not audited or performed any other form of attestation services on the projected financial information for Alliance Braintree.

If Cohen had audited the underlying data, matters may have come to our attention that would have resulted in our using amounts that differ from those provided. Accordingly, we do not express an opinion or any other assurances on the underlying data presented or relied upon in this report. We do not provide assurance on the achievability of the results forecasted by Alliance Braintree because events and circumstances frequently do not occur as expected, and the achievement of the forecasted results are dependent on the actions, plans, and assumptions of management. We reserve the right to update our analysis in the event that we are provided with additional information.

#### **IV. SOURCES OF INFORMATION UTILIZED**

In formulating our opinions and conclusions contained in this report, we reviewed documents produced by Management. The documents and information upon which we relied are identified below or are otherwise referenced in this report:

1. Audited financial statements for Alliance Braintree for the years-ended December 31, 2014 through December 31, 2017;
2. 2018-2023 Alliance Braintree 6 Year Budget Forecast;
3. Alliance Braintree Scenario Analysis;
4. Alliance Braintree DON Draft Narrative;
5. Capital Expenditure detailed project cost analysis;
6. IBISWorld Industry Report, Nursing Care Facilities in the US, dated August 2017;
7. RMA Annual Statement Studies, published by Risk Management Associates;

## V. REVIEW OF THE PROJECTIONS

This section of our report summarizes our review of the reasonableness of the assumptions used and feasibility of the Projections.

The following table presents the Key Metrics, as defined below, which compares the operating results of the Projections to market information from RMA Annual Studies ("RMA") and Pratt's Stats to assess the reasonability of the projections.

Key Financial Metrics and Ra	2015	2016	2017	2018	2019	2020	2021	2022	2023	RMA Current	Pratt's Stats
<b>Profitability</b>											
Operating Margin (%)	12.6%	8.6%	6.6%	7.8%	7.8%	8.3%	8.2%	8.2%	8.3%	5.5%	13.2%
EBITDA (\$)	1,787,530	1,391,622	1,105,676	1,386,255	1,506,168	1,789,226	1,777,269	1,799,783	1,820,952	N/A	2,146,693
Debt Service Coverage Ratio (x)	4.57x	2.58x	2.01x	1.77x	1.92x	2.28x	2.27x	2.30x	2.32x	N/A	N/A
<b>Revenue PPD</b>											
Private	\$ 436.81	\$ 450.61	\$ 457.25	\$ 458.86	\$ 469.56	\$ 480.35	\$ 491.23	\$ 502.22	\$ 513.30	N/A	N/A
Medicare	\$ 590.91	\$ 644.60	\$ 624.88	\$ 635.52	\$ 648.23	\$ 661.13	\$ 674.41	\$ 687.90	\$ 701.66	N/A	N/A
Publicly Aided	\$ 235.43	\$ 238.12	\$ 237.35	\$ 243.05	\$ 247.91	\$ 265.56	\$ 270.62	\$ 275.77	\$ 281.01	N/A	N/A
<b>Solvency</b>											
LTD to Total Capitalization			70.9%							27.5%	38.5%
Total Equity (Net Assets)			4,000,893							4,992,774	13,894,054

The Key Metrics fall into three primary categories: profitability, Revenue "Patient Per Day" (PPD) metrics, and Solvency.

Profitability metrics are used to assist in the evaluation of management performance in how efficiently resources are utilized. The Revenue PPD metrics are presented to reflect the anticipated pricing increases and productivity/utilization rates expected for Alliance Braintree. The table below shows how each of the Key Metrics are calculated. Solvency metrics measure the company's ability to take on and service debt



obligations. Additionally, certain metrics can be applicable to multiple categories. The table below shows how each of the Key Metrics are calculated.

### ***Ratio Definitions***

Key Financial Metrics and Ratios	Calculation/Definition
<i>Profitability</i>	
Operating Margin (%)	Operating Income divided by Total Revenue
EBITDA (\$)	Earnings Before Interest, Tax, Depreciation and Amortization
Debt Service Coverage Ratio (x)	EBITDA divided by Total Debt Service Payments
<i>Revenue PPD</i>	
Private	Revenue per Patient Per Day from private payers
Medicare	Revenue per Patient Per Day from Medicare
Publicly Aided	Revenue per Patient Per Day from Medicaid and others
<i>Solvency</i>	
Long Term Debt to Total Capital	Long Term Debt divided by Debt & Equity or Net Assets
Total Equity (Net Assets)	Total equity or net assets of the company

#### **1. Revenues**

We analyzed the projected revenues identified. Based upon our discussions with Management and the documents provided, the projected revenues were estimated based upon Management's anticipated changes in the following categories:

##### **Reimbursement Rates**

Management projected future revenues based upon the historical and anticipated changes to commercial and governmental reimbursement rates for services performed.

### **Payer Mix/Occupancy**

Based upon operational changes and the renovations of the facility, Management is expecting that the facility will be able to attract more patients with private insurance which provides a more profitable reimbursement rate. However, in order to present the Projections in a conservative manner, Management has projected future occupancy and payer mix to remain consistent with historical performance.

In order to determine the reasonableness of the projected revenues, we reviewed the underlying assumptions upon which Management relied. Based upon our review, Management relied upon the historical operations of the organization as a baseline and made adjustments to reimbursement rates, payer mix, and occupancy rates as discussed above.

Based upon the foregoing, it is our opinion that the revenue growth projected by Management reflects a reasonable estimation of future revenues of Alliance Braintree.

### **2. Operating Expenses**

We analyzed each of the categorized operating expenses for reasonableness and feasibility as it related to the Projections. Based on our discussion with Management, 2018 expenses were projected based on a detailed annual budgeting process, which analyzes expenses on an individual expense line item basis. One area we noted specifically was the decrease in administrative payroll. Based on our discussions with Management, we understand that the organization had certain staffing changes with allowed the organization to yield a slight savings in this expense when comparing 2018 projected to 2017 actual.

Based upon our analysis, the majority of expenses increased year-over-year at a rate of 2 percent, consistent with national inflation and general revenue growth. Health insurance was projected to grow at 5 percent based on historical growth rates.

Based upon our discussions with Management and a review of the Projections, patient volumes are expected to remain steady through the forecasted period. Therefore, operating expenses are expected to increase proportionally with inflation.

Accordingly, it is our opinion that the Operating Expenses projected by Management are reasonable in nature and feasible.

### **3. Capital Expenditures and Cash Flows**

We reviewed the capital expenditures and future cash flows of Alliance Braintree in order to determine whether sufficient funds would be reinvested to sustain the operations of Alliance Braintree and whether the cash flow would be able to support that reinvestment.

Based upon our review of the Projections and our discussions with Management, it is our understanding that Management anticipates spending approximately \$3.1 million to remodel the existing facility as discussed above. We reviewed the capital expenditure estimates provided by the architects related to the renovation of Alliance Braintree. Based upon our review, we determined that the \$3.1 million capital expenditure to renovate the facility was reasonable. Management anticipates future maintenance capital expenditures after the completion of the facility remodel to be approximately \$50,000 annually. The impact of this reserve for capital expenditures reduced the

cumulative net operating income by less than 1 percent during the years 2018 through 2023. This reduction reduced cumulative net operating income as a percentage of cumulative revenue from 7.9 percent to 7.5 percent.

In addition to capital expenditures, we also reviewed the proposed financing of the project. The Projections detailed that HUD-Insured financing would be obtained to assist in funding of the refinance of existing debt, and funded reserves at closing sufficient to finance the proposed \$3.1 million renovation of Alliance Braintree. Based upon our review of the recent HUD-insured refinance transactions recently completed by affiliates of Alliance Braintree, the loans obtained will be amortized over 35 years. The ongoing interest payments on debt service payments are included in the 7.5 percent cumulative net operating income as a percentage of cumulative revenue.

## **VI. FEASIBILITY**

We analyzed the Projections and Key Metrics for Alliance Braintree. In preparing our analysis we considered multiple sources of information including industry metrics and Management expectations. It is important to note that the Projections do not account for any anticipated changes in accounting standards. These standards, which may have a material impact on individual future years, are not anticipated to have a material impact on the aggregate Projections.

Within the projected financial information, the Projections exhibit a cumulative net operating surplus of approximately 7.9 percent of cumulative projected revenue for the project for the years from 2018 through 2023. Based upon our review of the relevant documents and analysis of the Projections, we determined the anticipated operating surplus is a reasonable expectation and based upon feasible



Mr. Paul Kemp  
Alliance Braintree  
June 18, 2018  
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Cohen & Co

financial assumptions. Accordingly, we determined that the Projections are reasonable and feasible, and not likely to have a negative impact on the patient panel or result in a liquidation of assets of Alliance Braintree.

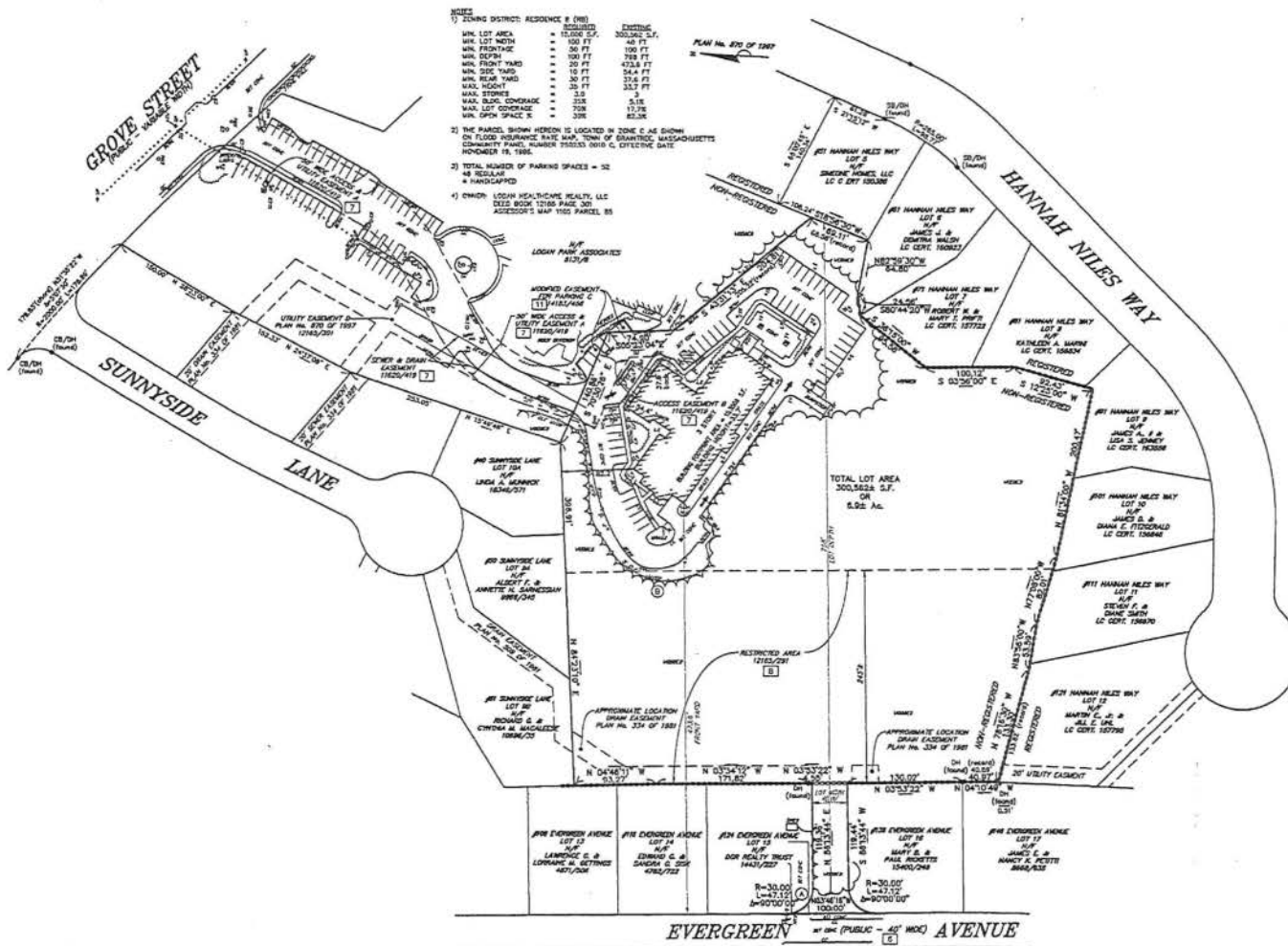
Respectfully submitted,

A handwritten signature in dark ink, appearing to read 'J. Lefcowitz', with a stylized flourish at the end.

Joshua Lefcowitz, CPA/ABV/CFF, CVA, CFE, ASA  
Partner

## **Architectural Drawings**

# Alliance Health Care Center at Braintree Braintree, Massachusetts

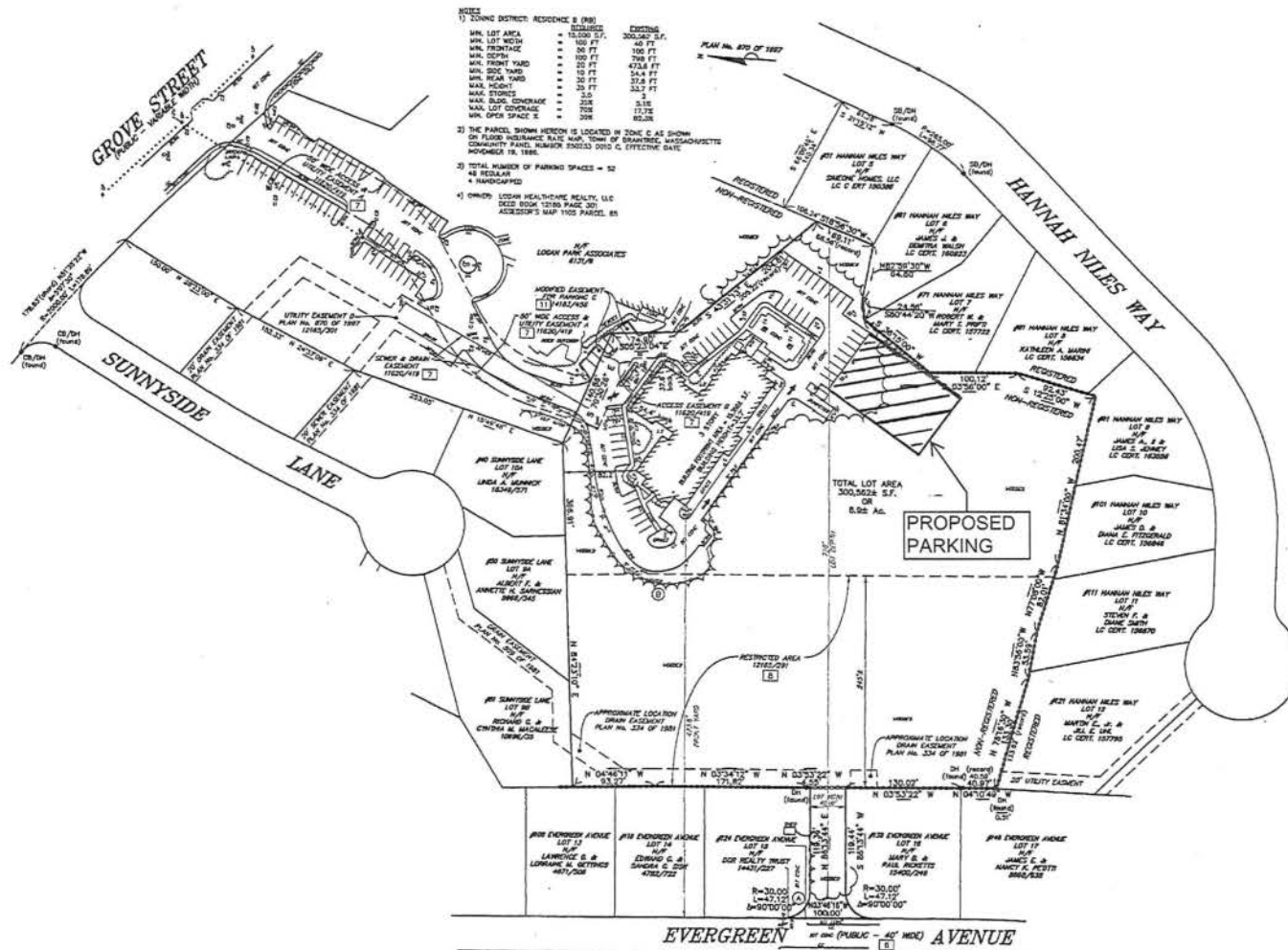


EXISTING SITE PLAN  
SCALE: NTS

1 OF 1

DAVID H. DUNLAP ASSOCIATES, INC.  
**ARCHITECTS**  
105 WEBSTER STREET, HANOVER, MA 02339

# Alliance Health Care Center at Braintree Braintree, Massachusetts

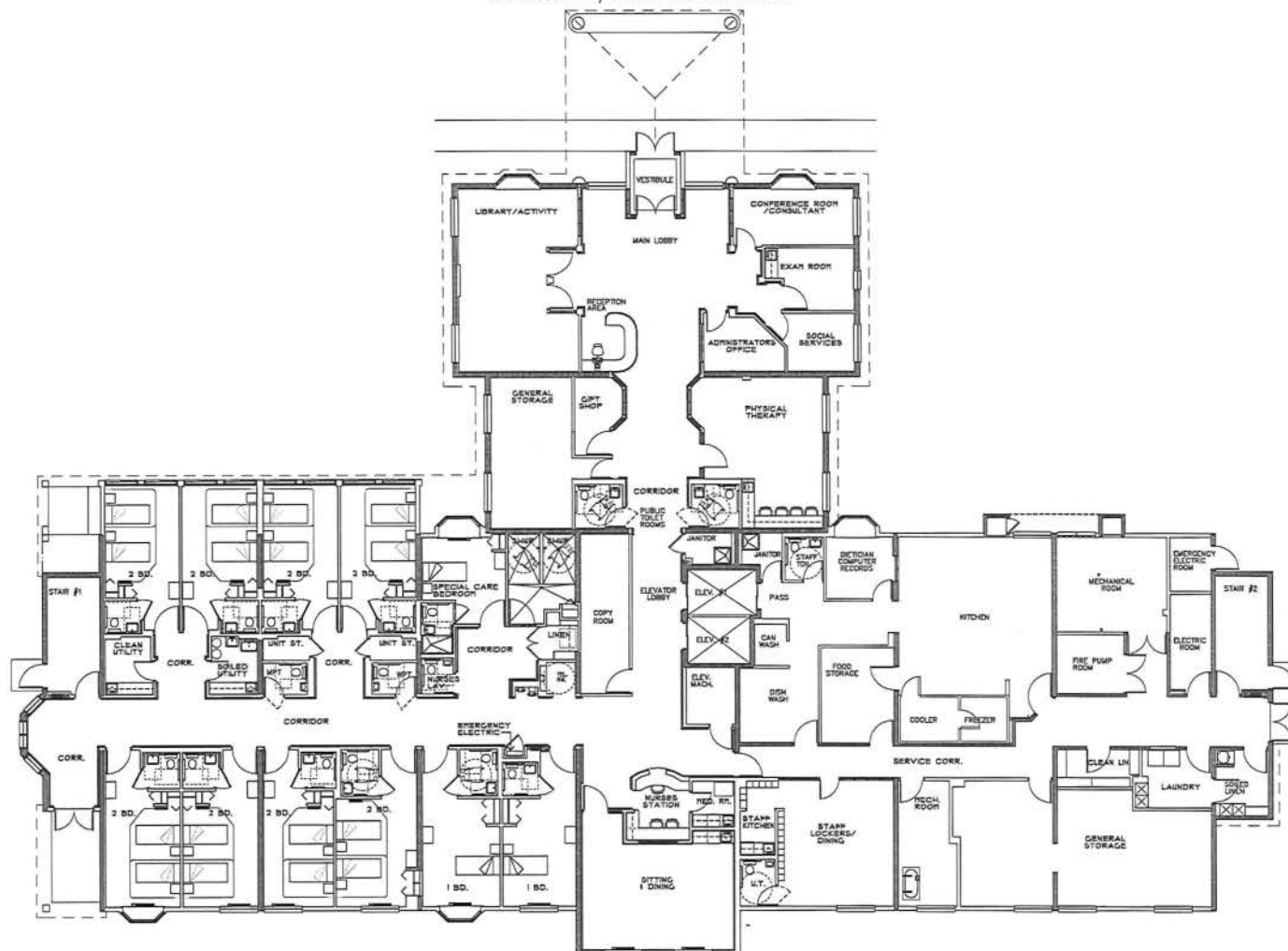


NEW SITE PLAN  
SCALE: NTS

1 OF 1

DAVID H. DUNLAP ASSOCIATES, INC.  
**ARCHITECTS**  
105 webster street, hanover, ma 02339

# Alliance Health Care Center at Braintree Braintree, Massachusetts

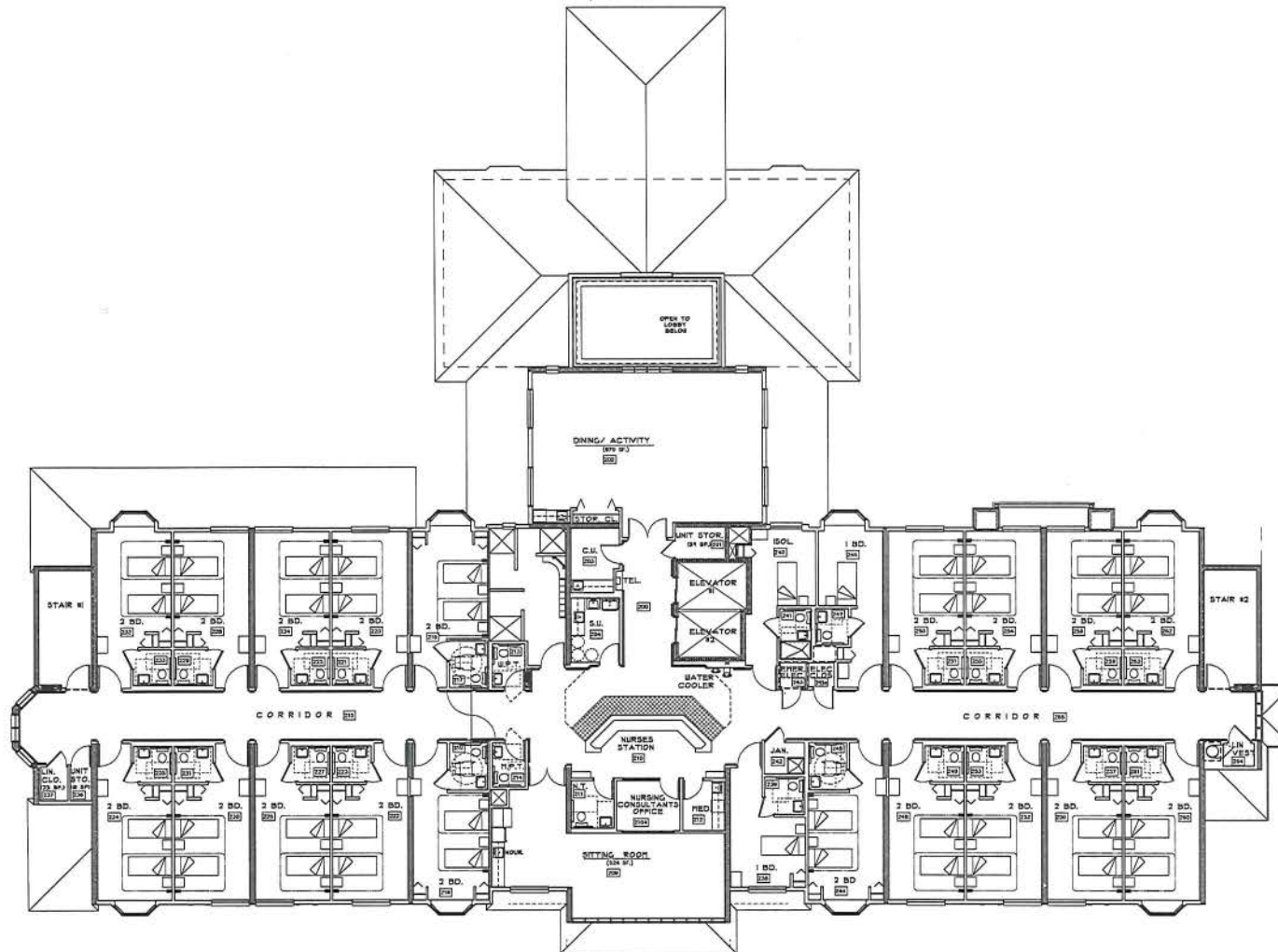


EXISTING FIRST FLOOR PLAN  
SCALE: NTS 14,175 G.S.F.

1 OF 3

DAVID H. DUNLAP ASSOCIATES, INC.  
**ARCHITECTS**  
105 webster street, hanover, ma 02339

# Alliance Health Care Center at Braintree Braintree, Massachusetts

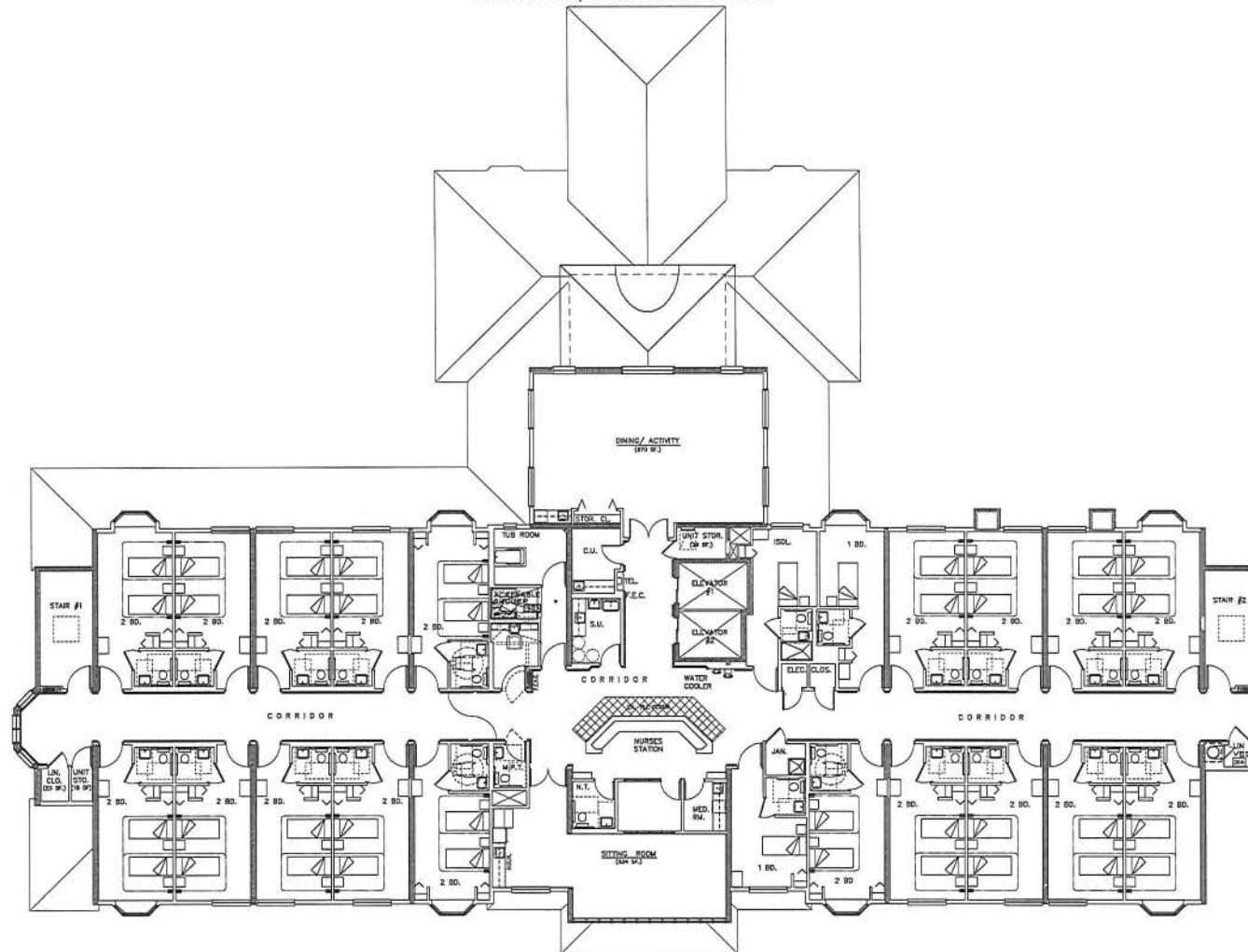


EXISTING SECOND FLOOR PLAN  
SCALE: NTS 12,218 G.S.F.

2 OF 3

DAVID H. DUNLAP ASSOCIATES, INC.  
**ARCHITECTS**  
105 webster street, hanover, ma 02339

# Alliance Health Care Center at Braintree Braintree, Massachusetts



EXISTING THIRD FLOOR PLAN  
SCALE: NTS 12,218 G.S.F.

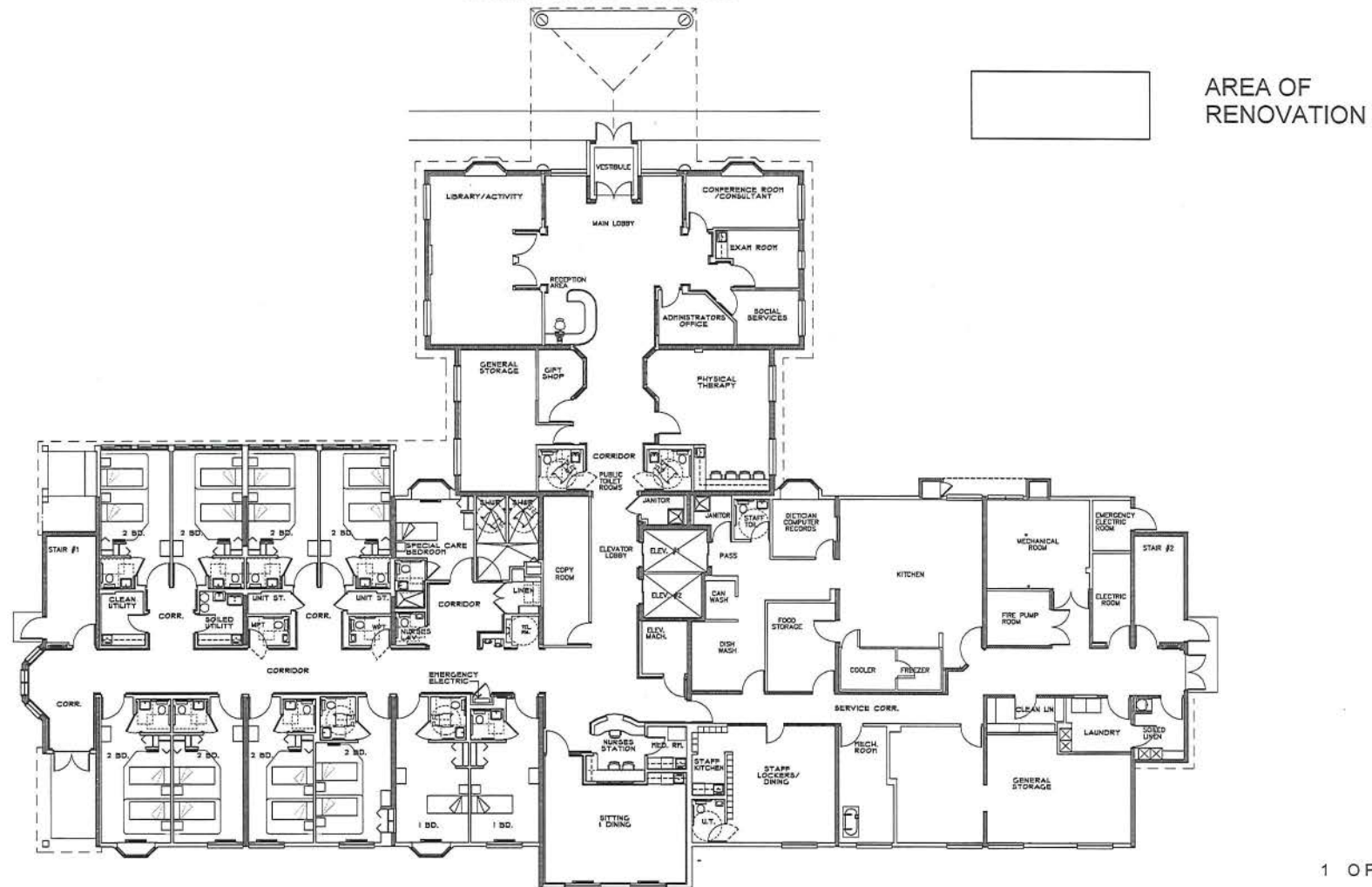
3 OF 3

DAVID H. DUNLAP ASSOCIATES, INC.  
**ARCHITECTS**  
105 webster street, hanover, ma 02339

4/3/18



# Alliance Health Care Center at Braintree Braintree, Massachusetts



NEW FIRST FLOOR PLAN

SCALE: NTS

14,175 G.S.F.

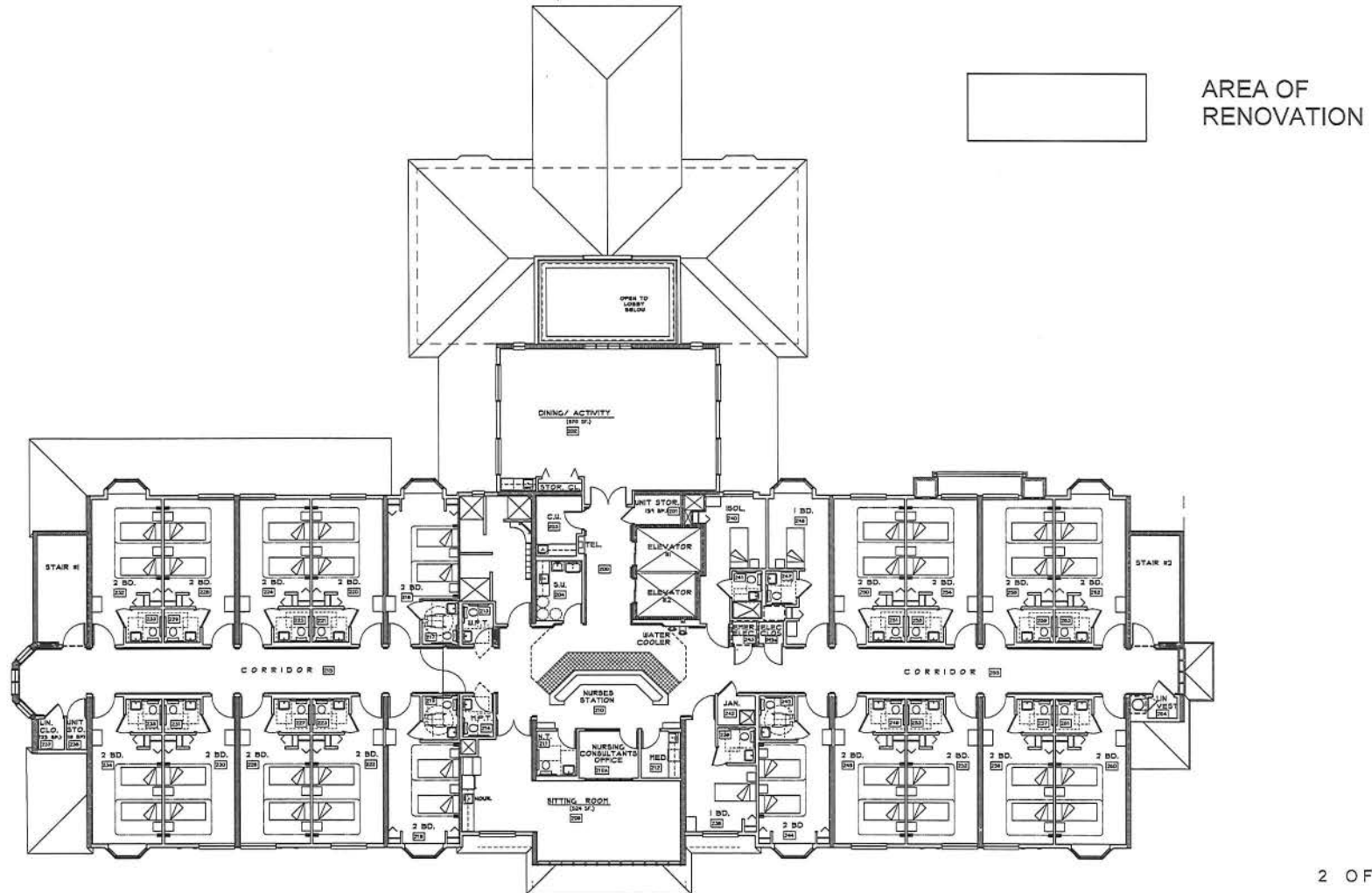
1 OF 3

DAVID H. DUNLAP ASSOCIATES, INC.  
**ARCHITECTS**  
105 webster street, hanover, ma 02339

4/3/18



Alliance Health Care Center at Braintree  
Braintree, Massachusetts



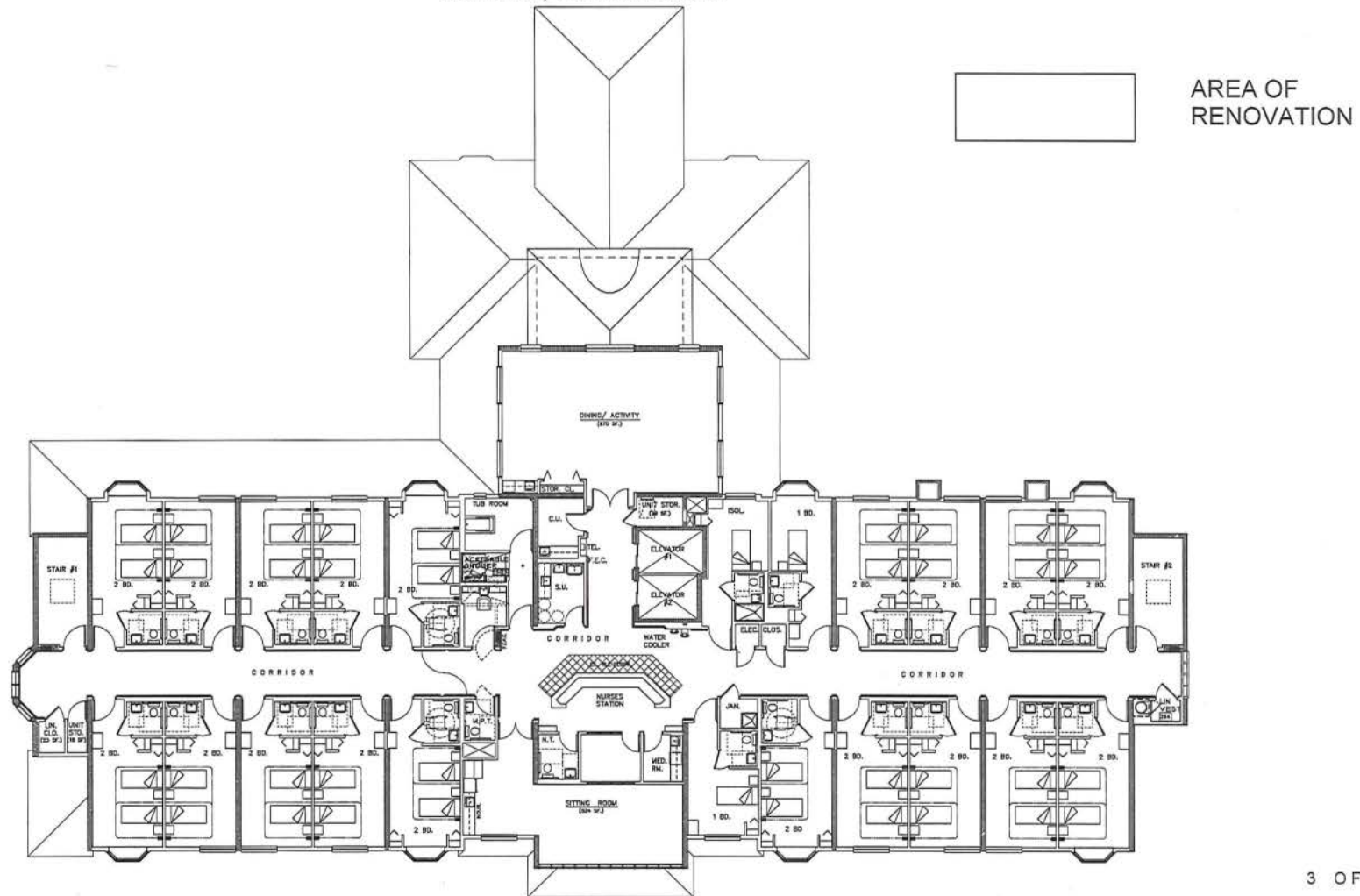
NEW SECOND FLOOR PLAN  
SCALE: NTS 12,218 G.S.F.

2 OF 3

DAVID H. DUNLAP ASSOCIATES, INC.  
**ARCHITECTS**  
105 webster street, hanover, ma 02339

4/3/18

# Alliance Health Care Center at Braintree Braintree, Massachusetts



NEW THIRD FLOOR PLAN

SCALE: NTS

12,218 G.S.F.

3 OF 3

DAVID H. DUNLAP ASSOCIATES, INC.  
**ARCHITECTS**  
105 WEBSTER STREET, HANOVER, MA 02339

4/3/18

## **Articles of Organization**

BK  
Examiner

HG/CAN  
Name  
Approved

# The Commonwealth of Massachusetts

William Francis Galvin  
Secretary of the Commonwealth  
One Ashburton Place, Boston, Massachusetts 02108-1512

## ARTICLES OF ORGANIZATION

(General Laws, Chapter 180)

01241688

### ARTICLE I

The exact name of the corporation is:

Alliance Health of Fall River, Inc.

### ARTICLE II

The purpose of the corporation is to engage in the following activities:

See attached Article II.

C ☒  
P ☒  
M ☐  
R.A. ☐

12  
P.C.

*Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.*

### ARTICLE III

A corporation may have one or more classes of members. If it does, the designation of such classes, the manner of election or appointments, the duration of membership and the qualification and rights, including voting rights, of the members of each class, may be set forth in the by-laws of the corporation or may be set forth below:

In accordance with the By-laws, the sole member of the corporation is Alliance Health, Inc., a Massachusetts nonprofit corporation.

### ARTICLE IV

\*\*Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members, are as follows:

See attached Article IV.

### ARTICLE V

The by-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk or other presiding, financial or recording officers, whose names are set out on the following page, have been duly elected.

*\*\*If there are no provisions, state "None".*

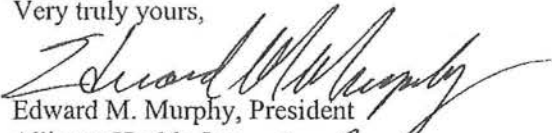
*Note: The preceding four (4) articles are considered to be permanent and may only be changed by filing appropriate Articles of Amendment.*

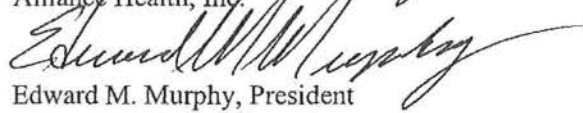
October 26, 2001

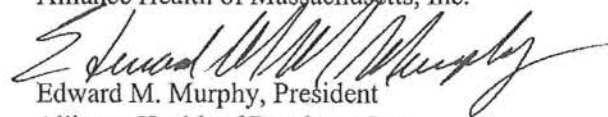
RE: Consent to Use of Name Alliance Health of Fall River, Inc.

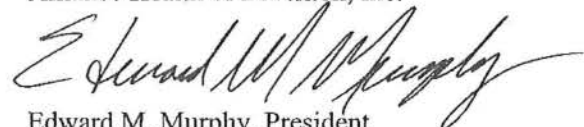
The undersigned corporations hereby give consent to Alliance Health of Fall River, Inc. to use this corporate name for all purposes notwithstanding the similarity of such name to the undersigned corporations.

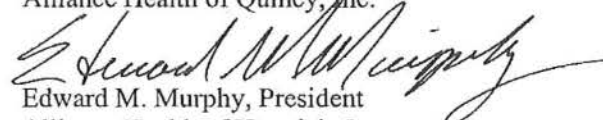
Very truly yours,

  
Edward M. Murphy, President  
Alliance Health, Inc.

  
Edward M. Murphy, President  
Alliance Health of Massachusetts, Inc.

  
Edward M. Murphy, President  
Alliance Health of Brockton, Inc.

  
Edward M. Murphy, President  
Alliance Health of Quincy, Inc.

  
Edward M. Murphy, President  
Alliance Health of Harwich, Inc.

**ALLIANCE HEALTH OF FALL RIVER, INC.**

**ARTICLES OF ORGANIZATION**

Page 2A

**ARTICLE II**

The corporation is formed to receive and administer funds exclusively for educational and charitable purposes without pecuniary gain or profit, incidental or otherwise. Its purposes shall be:

To engage in the business of planning, developing, constructing, redeveloping, renewing, owning, leasing, managing, and carrying on nursing, long-term care, skilled care, and convalescent homes, residential programs, clinics, and other establishments for the care, comfort, housing, nursing, and treatment of residents, guests, and patients and the holding, owning, or operating of such city, state, or federal licenses as may be necessary for the proper conduct of such businesses;

To provide educational and rehabilitative services for elderly individuals and for individuals with physical disabilities, autism, developmental disabilities, behavioral disorders, and mental illness, and the families of such individuals; to conduct and disseminate the results of research concerning the education and rehabilitation of these individuals; to provide training and consultation for professionals and organizations providing services to these individuals;

To service the needs of the elderly and disabled of every race, religion, and nationality by providing suitable housing, physical and mental health care, civic, cultural, and recreational activities, and an overall environment conducive to dignity and independence, all specially designed to meet the physical, emotional, recreational, social, and health needs of the elderly and disabled; and

To stimulate by its example and otherwise a concern for the problems of the elderly and disabled.

The corporation is formed solely for the above charitable and educational purposes, provided that it may have such other nonprofit purposes as are permissible for a corporation organized under M.G.L. c.180 and exempt from federal income taxation pursuant to Section 501(c)(3) of the Internal Revenue Code (the "Code"), or corresponding to provisions of any subsequent federal tax laws, and for a corporation contributions to which are deductible under Section 170(c)(2) of the Code or corresponding provisions of any subsequent federal tax laws.

1575\0005\105964.1



**ALLIANCE HEALTH OF FALL RIVER, INC.**

**ARTICLES OF ORGANIZATION**

Page 4A

**ARTICLE IV**

1. The corporation shall have the following powers in furtherance of its corporate purposes:
  - a. The corporation shall have perpetual succession in its corporate name.
  - b. The corporation may sue and be sued.
  - c. The corporation may have a corporate seal which it may alter at its pleasure.
  - d. The corporation may elect and appoint directors, officers, employees and other agents, fix their compensation and define their duties and obligations.
  - e. The corporation may purchase, receive, take by grant, gift, bequest, or otherwise lease, or otherwise acquire, own, hold, construct, maintain and operate improvements on, employ, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated, and in an unlimited amount.
  - f. The corporation may solicit and receive contributions from any and all sources and may receive and hold, in trust or otherwise, funds received by gift or bequest.
  - g. The corporation may sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage, pledge, encumber or create a security interest in, all or any of its property, or any interest therein, wherever situated.
  - h. The corporation may purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, sell, lend, lease, exchange, transfer or otherwise dispose of, mortgage, pledge, use and otherwise deal in and with, bonds and other obligations, shares, or other securities or interests issued by others, whether engaged in similar or different business, governmental, or other activities.
  - i. The corporation may make contracts, give guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage, pledge or encumbrance of, or security interest in, all or any of its property or any interest therein, wherever situated.

- j. The corporation may lend money, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- k. The corporation may do business, carry on its operations and have offices and exercise all powers granted or permitted by M.G.L.c. 180 (as such chapter may incorporate powers available under other chapters of the Massachusetts General Laws), as now in force or as hereafter amended, in any jurisdiction within or without the United States, although the corporation shall not be operated for the primary purpose of carrying on for profit a trade or business unrelated to its tax exempt purpose.
- l. The corporation may pay pensions, establish and carry out pension, savings, thrift and other retirement, incentive and benefit plans, trusts and provisions for any or all of its employees.
- m. The corporation may make contributions or donations to other organizations, and may make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States Internal Revenue law.
- n. The corporation may participate as a subscriber in the exchange of insurance contracts specified in Massachusetts General Laws, Chapter 175, Section 94B.
- o. The corporation may be an incorporator of other corporations of any type or kind.
- p. The corporation may be a partner in any business enterprise that it would have power to conduct by itself.
- q. The directors may make, amend, or repeal by-laws of the corporation in whole or in part.
- r. The corporation may have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is formed. No such power nor any of the powers enumerated above shall be exercised in a manner inconsistent with M.G.L.c. 180 or any other chapter of the General Laws of the Commonwealth or Section 501(c)(3) of the Code.

2. No part of the assets of the corporation and no part of any net earnings of the corporation shall be divided among or inure to the benefit of any officer or director of the corporation or any private individual or be appropriated for any purposes other than the purposes of the corporation as herein set forth, except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its exempt purpose; and no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.
3. It is intended that the corporation shall be entitled to exemption from federal income taxation under Section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws, and shall not be a private foundation under Section 509(a) of the Code, or corresponding provisions of any subsequent federal tax laws. In the event that the corporation is now or ever becomes a private foundation as that term is defined in Section 509 of the Code, or corresponding provisions of any subsequent federal tax laws, then notwithstanding any other provisions of the articles of organization or the by-laws of the corporation, the following provisions shall apply:
  - a. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code or corresponding provisions of any subsequent federal tax laws.
  - b. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code or corresponding provisions of any subsequent federal tax laws.
  - c. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code or corresponding provisions of any subsequent federal tax laws.
  - d. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code or corresponding provisions of any subsequent federal tax laws.

- e. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code or corresponding provisions of any subsequent federal tax laws.
- 4.
  - a. In the event of the dissolution of the corporation or the winding up of its affairs, or other liquidation of its assets, the corporation's property shall not be conveyed to any organization created or operated for profit or to any individual for less than the fair market value of such property.
  - b. Except as otherwise required by law, upon the liquidation, dissolution, or winding up of the affairs of the corporation, after its debts and obligations have been disposed of or due provision therefore has been taken by the corporation by the affirmative vote of at least two-thirds of the directors of the corporation or by a court in Massachusetts having jurisdiction in such matters, all assets of the corporation shall be transferred to such organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code or corresponding provisions of any subsequent federal tax laws as the corporation shall determine by the affirmative vote of at least two-thirds of the directors of the corporation or by a court in Massachusetts having jurisdiction in such matters. Dissolution of the corporation will be in accordance with M.G.L. Chapter 180, Section 11A.
- 5. Except as otherwise required by law, these articles of organization may be amended from time to time by the affirmative vote of at least two-thirds of the directors of the corporation; provided that no amendment shall authorize or permit the corporation to be operated otherwise than exclusively for such educational or charitable purposes as qualify the corporation for exemption from taxation under Section 501(c) of the Code or corresponding provisions of any subsequent federal tax laws.

**ALLIANCE HEALTH OF FALL RIVER, INC.  
ARTICLES OF ORGANIZATION**

ARTICLE VII(b)

NAME	RESIDENTIAL ADDRESS	P.O. ADDRESS
<b>Officers:</b>		
President: Edward M. Murphy	88 Edgewater Road Needham, MA 02192	Same
Treasurer: John Corridan III	37 Walnut Road Holliston, MA 01746	Same
Clerk: John Corridan III	37 Walnut Road Holliston, MA 01746	Same
<b>Board of Directors:</b>		
Edward M. Murphy	88 Edgewater Road Needham, MA 02192	Same
Rev. Jerome J. Janisko	21 Walnut Road Holliston, MA 01746	Same
Michael O. Jennings	73 Chestnut Street Springfield, MA 01103	Same
William P. McDermott	21 Custom House Row Boston, MA	Same
Christopher Robbins	8 Ashburton Place Boston, MA 02108	Same

#### ARTICLE VI

The effective date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing.

#### ARTICLE VII

The information contained in Article VII is not a permanent part of the Articles of Organization.

a. The street address (post office boxes are not acceptable) of the principal office of the corporation in *Massachusetts* is:

49 Lexington Street, Suite 5, Newton, Massachusetts 02465.

b. The name, residential address and post office address of each director and officer of the corporation is as follows:

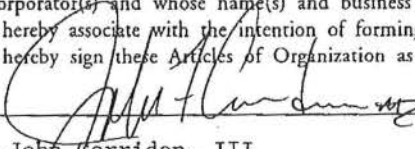
	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:			
Treasurer:	See attached Article VII(b)		
Clerk:			
Directors: (or officers having the powers of directors)			

c. The fiscal year of the corporation shall end on the last day of the month of: *December*

d. The name and business address of the resident agent, if any, of the corporation is: *None*

I/We, the below signed incorporator(s), do hereby certify under the pains and penalties of perjury that I/we have not been convicted of any crimes relating to alcohol or gaming within the past ten years. I/We do hereby further certify that to the best of my/our knowledge the above-named officers have not been similarly convicted. If so convicted, explain.

IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address(es) are clearly typed or printed beneath each signature, do hereby associate with the intention of forming this corporation under the provisions of General Laws, Chapter 180 and do hereby sign these Articles of Organization as incorporator(s) this 22 day of October, 20 01.

  
\_\_\_\_\_  
John Corridan, III

\_\_\_\_\_  
Alliance Health, Inc.

\_\_\_\_\_  
49 Lexington Street, Suite 5, Newton, MA 02465

*Note: If an existing corporation is acting as incorporator, type in the exact name of the corporation, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said corporation and the title he/she holds or other authority by which such action is taken.*

768145

31766

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION

(General Laws, Chapter 180)

I hereby certify that, upon examination of these Articles of Organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$ 35 having been paid, said articles are deemed to have been filed with me this 30<sup>th</sup> day of October 20 01.

SECRETARY OF THE  
COMMONWEALTH  
01 OCT 29 PM 4:05  
CORPORATION DIVISION

Effective date: \_\_\_\_\_



WILLIAM FRANCIS GALVIN

*Secretary of the Commonwealth*

TO BE FILLED IN BY CORPORATION

Photocopy of document to be sent to:

Dean Papademetriou

Krokidas & Bluestein LLP

141 Tremont Street, Boston, MA 02111

Telephone: (617) 482-7211

## **Annual Report**





**The Commonwealth of Massachusetts**  
**William Francis Galvin**

Minimum Fee: \$15.00

Secretary of the Commonwealth, Corporations Division  
 One Ashburton Place, 17th floor  
 Boston, MA 02108-1512  
 Telephone: (617) 727-9640

**Annual Report**

(General Laws, Chapter 180)

Identification Number: 651310230

Filing for November 1, 2017

In compliance with the requirements of Section 26A of Chapter one hundred and eighty (180) of the General Laws:

1. Exact name of the corporation: ALLIANCE HEALTH OF BRAINTREE, INC.

2. Location of its principal office:

No. and Street: 134 RUMFORD AVE  
SUITE 306

City or Town: NEWTON State: MA Zip: 02466 Country: USA

3. DATE OF THE LAST ANNUAL MEETING: 10/04/2017 (mm/dd/yyyy)  
 (if none leave blank)

4. State the names and street addresses of all officers, including all the directors of the corporation, and the date on which the term of office of each expires:

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code	Expiration of Term
PRESIDENT	FRANCIS J GRADY	134 RUMFORD AVE SUITE 306 NEWTON, MA 02466 USA	Until successor is duly qualified and elected
TREASURER	PAUL KEMP	134 RUMFORD AVE SUITE 306 NEWTON, MA 02466 USA	Until successor is duly qualified and elected
CLERK	THOMAS LAVALLEE	134 RUMFORD AVE SUITE 306 NEWTON, MA 02466 USA	Until successor is duly qualified and elected
DIRECTOR	CHRISTOPHER ROBBINS	134 RUMFORD AVE SUITE 306 NEWTON, MA 02466 USA	Until successor is duly qualified and elected
DIRECTOR	JAMES BRUCE RILEY	134 RUMFORD AVE SUITE 306 NEWTON, MA 02466 USA	Until successor is duly qualified and elected
DIRECTOR	JEROME J JANISKO	134 RUMFORD AVE SUITE 306 NEWTON, MA 02466 USA	Until successor is duly qualified and elected
DIRECTOR	MICHAEL O JENNINGS	134 RUMFORD AVE SUITE 306 NEWTON, MA 02466 USA	Until successor is duly qualified and elected
DIRECTOR	LINDA CORRIDAN	134 RUMFORD AVE SUITE 306 NEWTON, MA 02466 USA	Until successor is duly qualified and elected
DIRECTOR	ARTHUR MOURTZINOS	134 RUMFORD AVE SUITE 306 NEWTON, MA 02466 USA	Until successor is duly qualified and elected

DIRECTOR	FRANCIS J GRADY	134 RUMFORD AVE SUITE 306 NEWTON, MA 02466 USA	Until successor is duly qualified and elected
DIRECTOR	JANICE HOCKENSMITH	134 RUMFORD AVE SUITE 306 NEWTON, MA 02466 USA	Until successor is duly qualified and elected
DIRECTOR	PETE ZAMPINE	134 RUMFORD AVE SUITE 306 NEWTON, MA 02466 USA	Until successor is duly qualified and elected
DIRECTOR	ANDREW R CALKINS	134 RUMFORD AVE SUITE 306 NEWTON, MA 02466 USA	Until successor is duly qualified and elected

5. Check if the corporation is a cemetery corporation that does NOT hold perpetual care funds in trust. If the corporation is a cemetery corporation that holds perpetual care funds in trust, a copy of the written instrument establishing the trust and any amendments thereto must be attached, and the annual report must be filed by facsimile, mail or in person. \_\_\_\_

I, the undersigned, THOMAS LAVALLEE of the above-named business entity, in compliance with the General Laws, Chapter 180, hereby certify that the above information is true and correct as of the dates shown. IN WITNESS WHEREOF AND UNDER PENALTIES OF PERJURY, I hereto sign my name on this 6 Day of November, 2017.

**Filing Fee**



COMMDON COMMONWEALTH OF MASSACHUSETT Alliance Health at Braintree

10/19/2018

Ref Nbr	Invoice Nbr	Inv Date	Invoice Amount	Amount Paid	Invoice Description
061577	FILING FEE	10/19/18	7,380.00	7,380.00	DETERMINATION OF NEED 10/2018

029357

Citizens Bank

Alliance Health at Braintree  
175 Grove Street  
Braintree, MA 02184

5-7017/2110

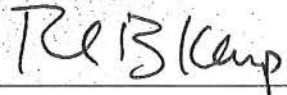
CHECK # 029357

DATE 10/19/2018

\*\*\*\*\*\$7,380.00

PAY Seven Thousand Three Hundred Eighty and 00/100----- US Dollars

TO THE COMMONWEALTH OF MASSACHUSETTS  
ORDER OF

  
Authorized Signature

⑈029357⑈ ⑆211070175⑆ 1308394087⑈

COMMDON COMMONWEALTH OF MASSACHUSETT Alliance Health at Braintree

10/19/2018

Ref Nbr	Invoice Nbr	Inv Date	Invoice Amount	Amount Paid	Invoice Description
061577	FILING FEE	10/19/18	7,380.00	7,380.00	DETERMINATION OF NEED 10/201

029357